

GOVERNANCE COMMITTEE MEETING MINUTES
4016 WEST BROAD STREET
RICHMOND, VIRGINIA

JULY 20, 2005, 6:00 P.M.

PRESENT: Jimmy Hazel, Chairman, C. Marshall Davison, Sherry Crumley and W. Gerald Massengill arrived at 7:00 p.m. from another meeting at DGIF Headquarters. Staff Assistant David K. Whitehurst

Chairman Hazel called the meeting to order at 6:10 p.m. He indicated that committee members have been reviewing informational materials provided at the June meeting. The Committee hopes to have a Board governance manual outline available for the full Board's review at its August meeting.

At the request of the Committee, David Whitehurst contacted other state fish and wildlife agencies to obtain copies of their governance documents. He found that many of the agencies use the Management Assistance Team's (MAT) *Commission Guidebook* for guidance and others are struggling to develop an appropriate guidance document.

Additionally, staff provided several Board members with copies of the publication entitled, "Boards that Make A Difference." It was felt that both of these documents were very helpful and staff was requested to provide copies of each to all members of the Board. Committee members also felt that it is critical for every new Board appointee to receive a full and complete orientation as to their duties and responsibilities. The current Board would also like to receive this training.

Mr. Whitehurst also contacted other state agencies and several have shared their governance documents with him. Copies of the VRS, VDOT and VITA governance manuals were shared with members of the Board and the format of the VRS manual was felt to be particularly helpful. Additional materials provided to each member of the Committee included past management studies on the Department of Game and Inland Fisheries that were conducted by the Wildlife Management Institute and the Department of Information Technology and the Vision 2003 document that was developed by staff with significant input from constituent groups and the Board. That document was endorsed by the Board.

Mr. Whitehurst noted that the MAT staff provides consultant services to state agencies, and the MAT function was established through the International Association of Fish and Wildlife Services, of which this Department is a member. He also indicated that other

resources include Dr. Steve McMullin at Virginia Tech, the Organization of Wildlife Planners and Dynamic Solutions.

The Board has guidance policies in place and it was felt that the contents of the addendum to Policy # A-4-93, "Operating Principles of the Board" were excellent but needed to be reformatted. Mr. Whitehurst also suggested that the Governance Committee review the Board policy pertaining to how the Board adopts policies.

For the record, Mr. Whitehurst noted that Mr. Ed Rhodes had submitted a letter to Committee members with suggestions for consideration by both the Governance and Policy Committees.

The Committee recognized that it is challenged to set long-range goals because of the constant turnover on the Board and a change in state government every four years. However, critical areas needing focus included: the role between the Board and the Director, the Board's level of involvement with staff, the Director's level of involvement with staff, the difference between these two areas, and the Board's relationship with staff.

Members felt that the Board sets the vision for the agency and its mission. The Board needs to deal with significant issues as a whole. It is the job of the Board to hire the best qualified Director and it is the Director's job to manage staff.

The Board represents the public interests and acts as one, working with staff, the Secretary of Natural Resources and the Governor's office and others. The Board needs to have an understanding of the science of fish and wildlife management, and it is the job of the agency to insure that the Board gets that needed information. It is important for the Board to know staff and to understand the parameters in which they have to work, but the Board does not control staff. Staff also needs to understand the role of the Board. The Director is the manager. The Board sets the limits for the Director, but it does not tell the Director what to do. The Board does tell the Director what it wishes to accomplish.

Virgil Kopf commented that the Board needs to have a good understanding of the different aspects of Board and agency interaction and the difference between the management of the agency and the management of the wildlife resources. Business management is whether we are doing a good job and managing our financial resources appropriately within the environment of government. Wildlife resource management focuses on seasons, bag limits, etc. The Board needs to insure that the agency's money is spent to achieve the mission of the agency, and they need to insure that the agency receives the revenue needed to do its business.

Important to the Board's outreach to the public it serves is the need to keep the public informed on why the Board makes a particular decision and members felt that it is critical that the public receive information.

The Committee discussed and agreed that the following topics need to be included in its governance document.

- The Board does not manage, it governs.
- How the Board interacts with the Director.
- The Board's relationship/interaction with staff and the roll of staff.
- Relationships between the Board and the Secretary of Natural Resources
- The Board's responsibility in maintaining communication with the Secretary of Natural Resources.
- Consider whether the Secretary of Natural Resources serves as a Board member.
- The agency has to work within the state system.
- Powers and duties of the Board.
- The responsibilities of the Director
- How to conduct the annual performance review of the Director and the need for a clear work plan for the Director.
- Delegation of authority to the Director (how to deliver authority).
- Board structure and function.
- Committee structure and functions.
- Conflict of Interest.
- The need for a clear nomination and election process of the chair and vice-chair.
- Relationship between the Board and the executive director.
- The role of the chair and vice chair.
- Terms of Office/term limitations for the chair and vice chair.
- Identify specific responsibilities for the vice chair
- Board oversight of its own policies.
- Self discipline and self-policing.
- Behavior/professionalism.
- Board's expectations about meetings and attendance at meetings.
- Procedures for meetings.
- How to make a Board member more productive.
- State perspective versus district perspective.
- A well-informed Board (staff's responsibility to properly orient Board to its responsibilities).
- The Board needs staff assistance.
- How to involve the Secretary of Natural Resources in the performance evaluation of the Director.
- How to hire and set limits for the director.
- Board/staff communication/appropriate/inappropriate communication.

- The Board's relationship with the public. How do we interact with the public and how to involve the public?
- How to communicate with the media.
- Clear public participation guidelines.
- Code of ethics and conduct.
- Whether the Board needs an auditor that is independent from staff.
- The function of an audit committee and its direct relationship with the Board.
- Approved audit plan for the year.
- Audit policies and procedures.
- If the Board has an auditor, does the agency also have its own audit function? How would you divide the functions of the Board/agency auditors?
- The Board needs to set the proper approval processes.
- Consider an "Audit and Compliance Committee".
- Perhaps consider using the agency's Executive Agreement as a performance measurement tool for the Director.
- Provide quarterly performance evaluations for the director.
- Review the performance plan and amend as necessary to address specific needs.
- Someone is needed to address Board compliance issues and concerns.

The Governance and Policy Committee staff assistants will work together to insure that policies and procedures are developed in the appropriate areas.

The Chairman requested staff to develop an outline for the Committee's review. The next meeting of the Governance Committee will occur after August 24, 2005.

As there was no further business, the meeting was adjourned at 8:00 p.m.

Respectfully submitted,

Belle Harding
Recording Secretary